



April 4, 2022

Mr. Lionel Millard
City of Falls Church
300 Park Avenue
Falls Church, VA 22046

RE: *City of Falls Church – West Falls Church Economic Development Project*

Dear Mr. Millard:

Kimley-Horn and Associates, Inc. (Kimley-Horn) is pleased to submit this task order to the City of Falls Church (City) to perform consulting services on behalf of the City for the proposed West Falls Development Project (The Project) at the northwest corner of Leesburg Pike (Route 7) and Haycock Road (Route 703). The following proposal identifies our project understanding, proposed scope of services, and estimated cost proposal.

Project Understanding

Kimley-Horn understands that the West Falls Church Economic Development site plans for the Project at Leesburg Pike and Haycock Road are now approved and that the Project is moving into construction. We further understand that the City is seeking assistance with Construction Phase Services (CPS) throughout the duration of construction. Kimley-Horn understands that the project is partially funded by the City through a Community Development Authority (CDA) Bond to be applied to the completion of both soft and hard costs of the project as defined by the summary of West Falls Qualified Soft Costs dated 2/22/2022 (provided by the City) and by Exhibit 4 – Preliminary Description of Infrastructure Improvements dated 6/9/2021 (provided by the City).

Kimley-Horn also understands that while this task order will utilize current on-call contract rates, terms and conditions per Contract No. 0520-16-ENG-KH between the City of Falls Church and Kimley-Horn, this effort will require a contract directly between Kimley-Horn and the CDA. Through discussion with the City, it is understood that the City will facilitate the execution of said contract for the purposes of utilizing Kimley-Horn's professional services as detailed herein.

The phased mixed-use development of the 9.78-acre site consists of portions of RPC #51-221-007 and -008 located at 7124 Leesburg Pike within the City and consists of implementation of streetscape improvements to approximately 700 LF of Haycock Road, 1,300 LF of Leesburg Pike, and 750 LF of Mustang Alley. Streetscape and roadway safety improvements associated with the development consist of a traffic signal at the new intersection of The Commons and Leesburg Pike along with a left turn lane into the development from eastbound Leesburg Pike, a right-turn or shared right/through lane into The Commons from Leesburg Pike, a right-turn or shared right/through lane into Mustang Alley from Haycock Road, accessible curb ramps and crosswalks at all corners of the Leesburg Pike/Haycock Road intersection and at the western, northern, and southern legs of the new signalized intersection of Leesburg Pike and The Commons. Median modifications are proposed along Leesburg Pike and Haycock Road as well as a new traffic signal at the intersection of Haycock Road and proposed Street C as shown in the plans, which shall consist of curb ramps and crosswalks for all legs of the "Tee" intersection. The proposed intersection of Mustang Alley and Haycock Road shall consist of a traffic signal along with curb ramps and crosswalks for all legs of the "Tee" intersection. Roadside improvements throughout consist of drainage system replacement/relocation, streetlighting improvements, curb and sidewalk installation, and landscaping as shown in the plans. The summary of elements of the project that qualify for reimbursement under the CDA Bond Agreement is included in Exhibit 4 – Preliminary Description of Infrastructure Improvements (provided

by the City), and in Attachments 2 and 3 – West Falls Public Improvements Map and CDA Qualified Areas (both supplied by the City), respectively.

Maintenance of Traffic is the sole responsibility of the contractor(s) and Kimley-Horn does not anticipate providing design services or oversight of these operations. Should these services be requested, Kimley-Horn can provide them as an additional service for an additional fee. Kimley-Horn will not provide direction to contractors on matters of performance, means or methods. Should a construction issue arise, Kimley-Horn will provide support to the City with suggested solutions but only if asked by the City.

Scope of Services

Based on the above project understanding, the following describes the proposed scope of services for the four tasks of the project.

TASK 1 – PROJECT MANAGEMENT AND COORDINATION

Kimley-Horn will provide contract management services for this task order, consisting of preparing monthly progress reports documenting Kimley-Horn's effort, and meeting activities as described herein. This task consists of participation of up to two (2) Kimley-Horn staff in up to two (2) construction progress meetings per month, either on site or virtually as needed. Kimley-Horn will prepare meeting notes following each meeting Kimley-Horn attends as requested by the City. Draft meeting notes will be submitted to the City for review and comment. Kimley-Horn will complete one revision to the meetings notes upon receipt of reconciled and consolidated comments from the City. Should no comments be received within seven (7) calendar days of submitting draft meeting notes, they will be considered final.

Task 1 Deliverables:

- Monthly progress reports submitted with each invoice
- Meeting Notes (Draft and Final)

TASK 2 – BACKGROUND DATA AND DOCUMENT REVIEW

Prior to beginning subsequent tasks as described herein, Kimley-Horn will review available pertinent contract documents and forms the contractor will/is contractually obligated to use and submit throughout construction. These are anticipated to consist of C25 (VDOT) and other material quantity forms, reimbursement request forms, and the design plans for the Project to gain a thorough knowledge of included elements.

Kimley-Horn will perform one initial review of the reimbursement request form provided by either the contractor or the City for clarity and concurrence with the contract and financial structure of the Project. This review will be performed prior to beginning any subsequent tasks described below. Should the City request assistance in creating a reimbursement request form template for the Project, Kimley-Horn can complete a template as an additional service for an additional fee upon authorization by the City.

Task 2 Deliverables:

- Form and Document review comments (as applicable)

TASK 3 – OBSERVATION SITE VISITS

Kimley-Horn will perform periodic site visits, assumed at a rate of one (1) site visit per week starting upon Notice to Proceed and completion of Task 2 through Substantial Completion of the public infrastructure of the Project, or at the expenditure of the CDA Bond cap of \$10M, whichever occurs first. Up to two (2) Kimley-Horn staff will attend each site visit as deemed appropriate by Kimley-Horn. Site visits will be used to document progress of the work performed by the contractor using photographs and notes taken by Kimley-Horn staff on site. These progress photos and notes will be held in record within Kimley-Horn's local project folder and referenced when reviewing monthly

reimbursement request form(s) to be submitted by the contractor for completion of public infrastructure improvements. Such observations will not be exhaustive or extend to every aspect of the contractor's work. Observations will be limited to non-invasive visual review, selective measurement, and general observation. Based on information obtained during the site visits, Kimley-Horn will evaluate whether the contractor's work is generally progressing as stated in reimbursement requests, and will document progress to the City through monthly reports. For the purposes of this scope of services, site visits are anticipated to take up to four (4) hours per occurrence on average – some site visits may take more or less time depending on the activities completed and/or ongoing. As a baseline, the initial budget assumes that site visits will be performed for up to 12 months starting upon Notice to Proceed with the option to extend into additional months upon authorization by the City for an additional budget. This scope of work does not anticipate night or weekend site visits for observations. All observations will be done during normal business hours Monday through Friday. Any additional site visits as requested by the City beyond this scope of work will only be performed upon authorization by the City for an additional fee. Should the Developer, City, or any other interested party request on-site observation of specific activities, Kimley-Horn will require advance notice of one week minimum for scheduling purposes.

Kimley-Horn will not supervise, direct, or have control over contractor's work, nor shall Kimley-Horn have authority to stop the work or have responsibility on matters of performance, means, methods, techniques, equipment choice and usage, schedules, or procedures of construction selected by the contractor, for safety programs incident to contractor's work, or for any failure of the contractor to comply with any laws or safety standards while on site or otherwise. Kimley-Horn does not guarantee the performance of any contractor and has no responsibility for a contractor's failure to perform its work in accordance with the Contract Documents. As such, Kimley-Horn is not providing inspection services under this scope of work, and will not accept liability for work performed by the contractor or developer of any kind.

Task 3 Deliverables:

- *Weekly progress photographs and applicable notes, stored by Kimley-Horn for reference throughout the project*
- *Monthly Site Visit Summary Report*

TASK 4 – SUBMITTAL REVIEWS

4.1 Reimbursement Requests: Kimley-Horn assumes that the contractor and/or developer will submit documentation of construction completion and reimbursement request forms against the CDA Bond amount committed to the project by the City on a monthly basis. Review of these documents will be conducted on a monthly basis under this task. Upon review, Kimley-Horn will document any discrepancies found in each monthly reimbursement request and provide a summary of these items to the City in memo format. The monthly review summary will consist of relevant photos and site observations relevant to support the review. For the purposes of this scope of services, it is assumed that reviews of construction completion and reimbursement forms will be conducted for up to 12 months from Notice to Proceed. Should an extension of these services be needed, Kimley-Horn can continue efforts according to this task upon authorization by the City for an additional fee.

Kimley-Horn understands that since the project inception, the Developer has incurred expenses for Soft Costs that qualify for reimbursement under the CDA Bond Agreement. As the first reimbursement request review, Kimley-Horn will, upon receipt of all necessary backup documentation, review the initial reimbursement request to be submitted by the Developer for qualified soft costs incurred to date. Backup documentation required includes but is not limited to the Scope of Services for each involved party, detailed invoices for qualified services rendered, submittals delivered during the performance period of each included invoice, breakdowns of hours spent by staff, receipts for permit/bond/fee related expenses, and any other relevant documentation needed to legitimize the total qualified spend to date.

Each subsequent reimbursement request throughout the project duration will require the same level of backup documentation in order to be reviewed. Required backup documentation will be determined by the City prior to the first review of a reimbursement request. Should a reimbursement request be submitted without the required documentation, it will be rejected without review until such time that all required relevant backup documentation is received by Kimley-Horn. For known rejections of submitted reimbursement requests, Kimley-Horn will notify the City of the position taken following the review, and recommend action to correct an error or include missing information.

Kimley-Horn can provide review and respond to the following typical construction phase documents on an as needed basis, as described below:

4.2 Shop Drawings: Kimley-Horn will provide assistance to the City with review of shop drawings submitted for qualified infrastructure elements of the project in support of the City's obligation to the project through the CDA Bond. Review of shop drawings for elements not qualified for reimbursement by the CDA Bond are excluded from this scope of services and are considered an additional service. Kimley-Horn will review and either recommend approval or to take other appropriate action with respect to Shop Drawings and Samples which the contractor is required to submit based on compliance with City Standards only. Kimley-Horn's review of these submittals excludes conformance with the Contract Documents, which is the responsibility of the EOR. Such review and approvals or other action will not extend to means, methods, techniques, equipment choice and usage, schedules, or procedures of construction or to related safety programs.

4.3 Substitutes and "or-equal:" Kimley-Horn will evaluate and determine the acceptability of substitute or "or-equal" materials and equipment proposed by the contractor for use within qualified infrastructure improvements is in accordance with City Standards. Recommendations for approval or rejection of such proposals will be made by Kimley-Horn to the City for consideration in response to the contractor.

4.4 Final Notice of Acceptability of the Work: Kimley-Horn will conduct a final site visit to determine if the CDA Bond qualified elements of the project completed by the contractor are generally in accordance with the requested reimbursement.

For the purposes of this scope of services and fee estimate, Kimley-Horn has assumed a base of up to a maximum of 75 hours per month for up to 12 months for performance of Construction Phase Services as described herein. Should additional effort be required/requested by the City beyond this base assumption, or beyond the assumed 12-month schedule, Kimley-Horn can perform additional effort and/or extend the schedule on a monthly basis for the same assumed level of effort upon authorization by the City.

Task 4 Deliverables:

- *Monthly project completion documentation and reimbursement request form review summary*
- *Shop Drawing and Sample reviews (submitted to City)*
- *Substitutes and "or-equal" reviews (submitted to City)*
- *Final Notice of Acceptability of Work summary (submitted to City)*

Additional Services

Any services not specifically provided for in the above scope will be billed as additional services and performed at Kimley-Horn's then current hourly rates. Additional services that can be provided include, but are not limited to, the following:

- Civil and Traffic Engineering Design services
- Design change engineering services
- Maintenance of Traffic plan review or development
- Traffic signal timing and design services
- PlanGrid (or similar electronic platform) documentation and reporting
- Reimbursement Request Form creation (services beyond those stated herein)
- RFI response assistance
 - Kimley-Horn assumes that all Requests for Information will be forwarded to and responded to by the Engineer of Record or the Developer. Therefore, these services are excluded from this scope of services.

Schedule

Kimley-Horn will provide our services as expeditiously as practicable with the goal of meeting the following schedule and performance measures upon Notice to Proceed:

Task 2 Deliverables:	Within 4 weeks from NTP
Monthly contract form reviews:	Period of 12 months
Submittal Reviews (each):	Within 2 weeks of receipt
Final Notice of Acceptability:	Within 3 weeks of Substantial Completion

*All schedule items listed assume performance is within the assumed 12-month overall schedule

Due to the everchanging circumstances surrounding the COVID-19 Virus, situations may arise during the performance of this schedule that affect availability of resources and staff of Kimley-Horn, the client, other consultants, and public agencies. There could be changes in anticipated delivery times, jurisdictional approvals, and project costs. Kimley-Horn will exercise reasonable efforts to overcome the challenges presented by current circumstances, but Kimley-Horn will not be liable to Client for any delays, expenses, losses, or damages of any kind arising out of the impact of the COVID-19 Virus.

Fee Estimate

Kimley-Horn will perform the outlined tasks in the scope of services above for the total fee estimates shown below, billed on an hourly-not-to-exceed basis:

Task 1: Project Management and Coordination	\$	26,496
Task 2: Background Data and Document Review	\$	4,638
Task 3: Observation Site Visits	\$	92,897
Task 4: Submittal Reviews	\$	38,995
Expenses	\$	7,863
Total (rounded)	\$	170,900

Kimley-Horn utilized the established on-call rates and estimated hours to develop the fees noted above. A detailed breakdown of the estimated hours and fee is shown in the attached cost proposal. The work described in this proposal will be completed in accordance with the terms and conditions of Contract No. 0520-16-ENG-KH between the City of Falls Church and Kimley-Horn.

Our team is eager and ready to support the City for this important development construction project. Should you have any questions, please feel free to contact Mark Phillips at 703-870-3631 or Ted DeLio at 703-674-1358.

Respectfully,

KIMLEY-HORN AND ASSOCIATES, INC.



Mark Phillips, P.E.
Contract Manager



Ted DeLio, P.E.
Project Manager

Attachments:

- Cost Proposal
- West Falls Public Improvements Map
- CDA Qualified Areas
- Exhibit 4: Preliminary Description of Infrastructure Improvements

ATTACHMENT A - COST PROPOSAL FOR CONSULTING SERVICES

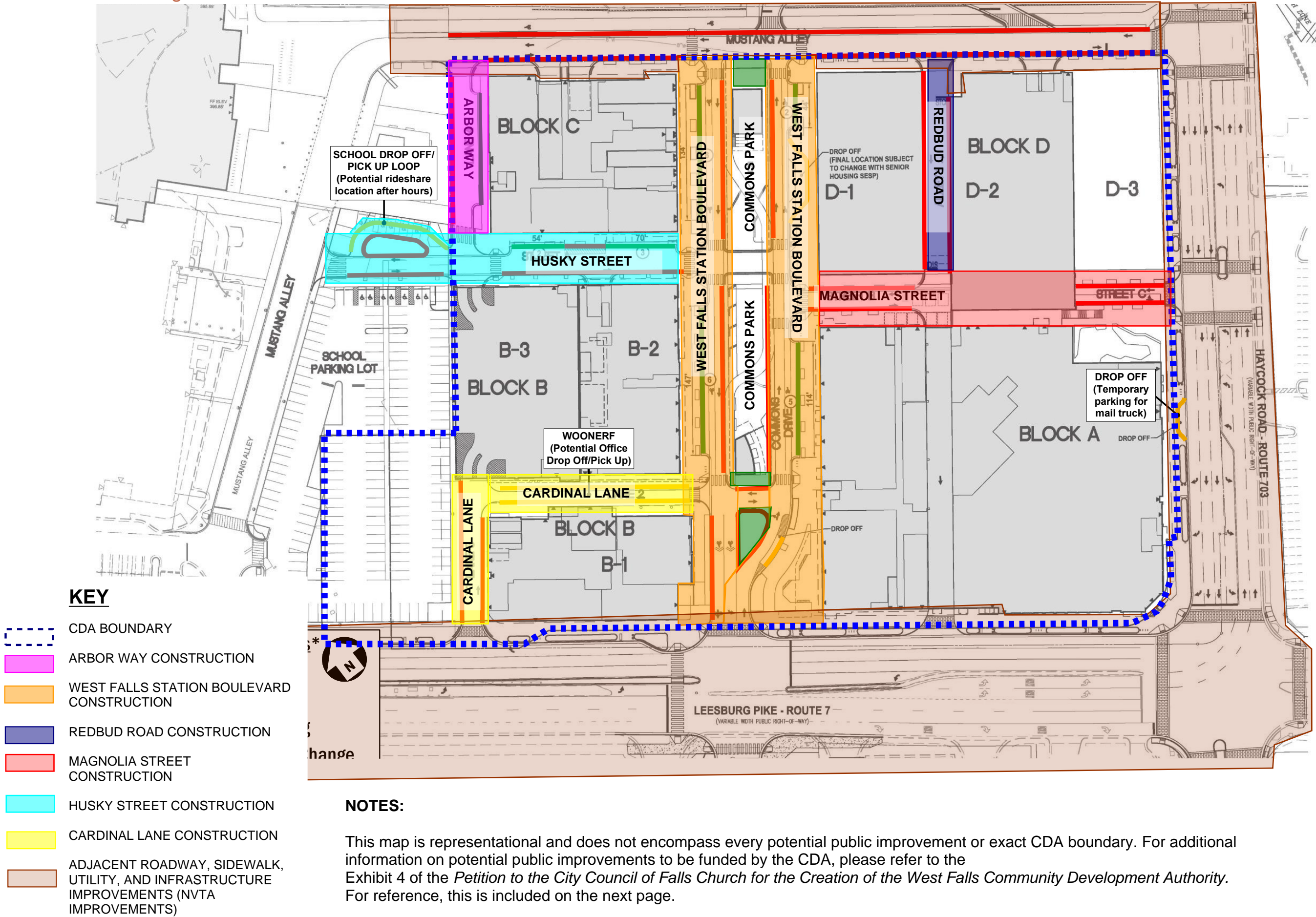
ENGINEERING INSPECTIONS TASK ORDER PROPOSALS FOR

West Falls Church Economic Development Consulting Services

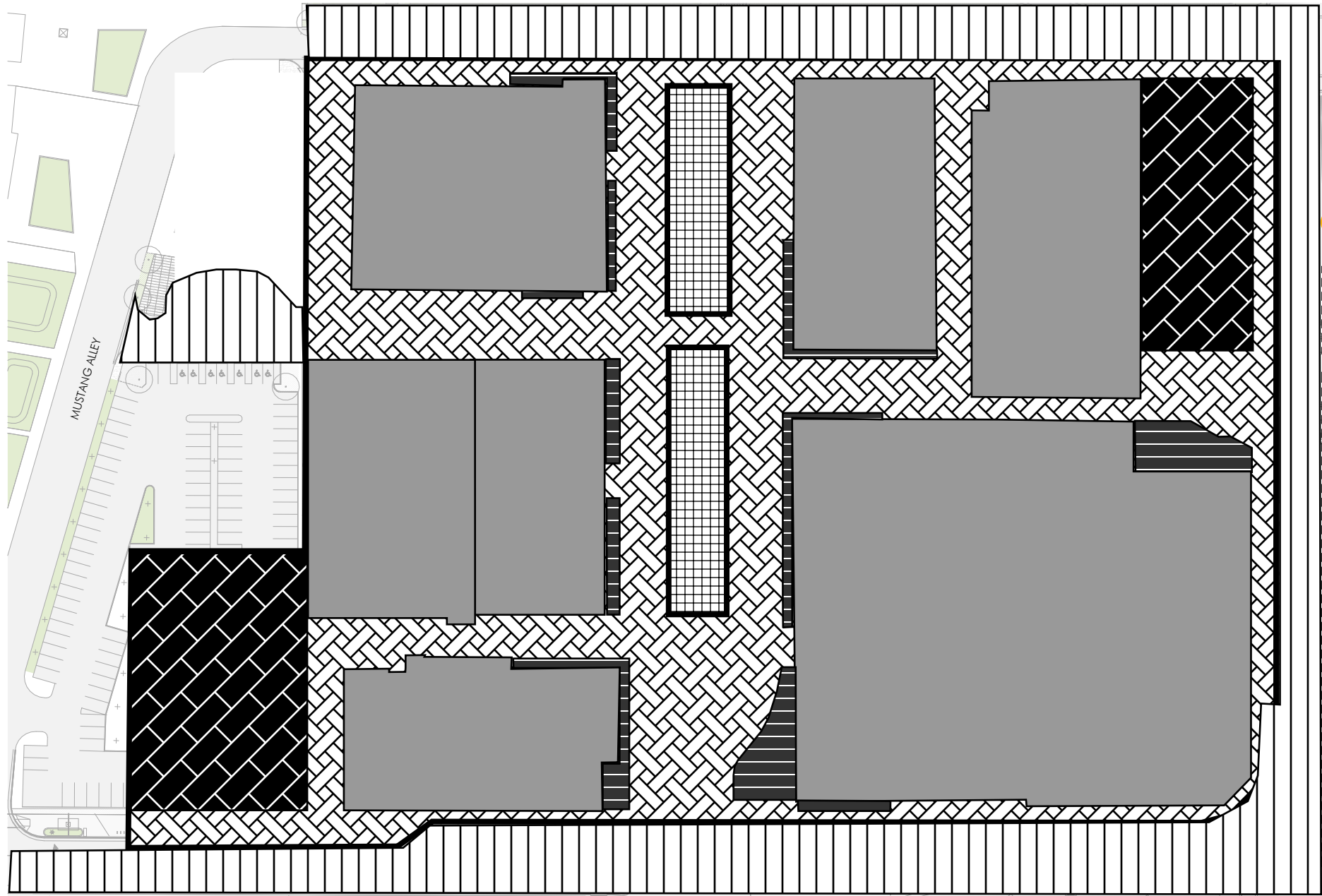
*Rates per Contract No. RFP 0723-21-TENG-KH between City of Falls Church and Kimley-Horn

Task/Sub Task/Description	Project Manager	Senior Engineer II	Senior Engineer I	Engineer II	Engineer I	Junior Engineer	Marketing/Graphic Designer	Project Admin/Support Staff	Task Cost
Total Hourly Rates*	\$289.59	\$245.31	\$209.17	\$172.93	\$143.06	\$119.35	\$121.71	93.21	
Task 1 - PM & Coord									
1.1 Kickoff Meeting		2	2	2				1	\$ 1,348
1.2 Monthly PRs and Invoices (12 Months)			18					12	\$ 4,884
1.3 - Construction Progress Meetings (12 Months)		24	48	24				2	\$ 20,264
Task 2 - Background Data and Document Review									
2.1 - Document Review		10	10					1	\$ 4,638
Task 3 - Observation Site Visits									
3.1 - Weekly Site Visits (Up to 52)		52	208	52	52	52			\$ 78,901
3.2 - Monthly Reporting			26		52			12	\$ 13,996
Task 4 - Submittal Reviews									
4.1 - Reimbursement Requests (up to 12)		12	24		36				\$ 13,114
4.1.1 - Initial Reimbursement Request (soft costs)		8	18		12				\$ 7,444
4.2 - Shop Drawings (Assume 6 submittals)		4	12		12				\$ 5,208
4.3 - Substitutes and or equals (up to 2)		4	8		8				\$ 3,799
4.4 - Final Notice of Acceptability		12	16	16				4	\$ 9,430
TOTAL HOURS	0	128	390	94	172	52	0	32	868
TOTAL LABOR COST: \$									163,026.64
ESTIMATED EXPENSES: \$									7,863.23
TOTAL ESTIMATED FEE (ROUNDED) \$									170,900






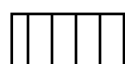
WEST FALLS PUBLIC IMPROVEMENTS MAP



CDA QUALIFIED AREAS



KEY:

-  PHASE 2
-  PHASE 1
-  RETAIL CAFE ZONES
-  COMMONS PARK
-  CDA AREA
-  OFFSITE CDA AREA

NOTE THAT OFFSITE PUBLIC IMPROVEMENTS ARE CDA ELIGIBLE. THESE INCLUDE THE ROADWAY, SIDEWALK, UTILITY, AND INFRASTRUCTURE IMPROVEMENTS (NVTA IMPROVEMENTS) AT ROUTE 7 AND HAYCOCK AS WELL AS NON-NVTA IMPROVEMENTS AT MUSTANG ALLEY AND THE HUSKY STREET TURNAROUND. SEE NEXT PAGE FOR THOSE AREAS IN MORE DETAIL.

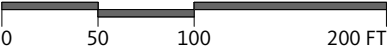


EXHIBIT 4

PRELIMINARY DESCRIPTION OF INFRASTRUCTURE IMPROVEMENTS

Related to Infrastructure Improvements within the CDA District or serving the CDA District:

- Hard costs to construct all areas shown in yellow on the attached site plan, including:
 - o Roads, streets, alley
 - o Bike paths
 - o Sidewalks (not including dedicated café zones)
 - o Plantings/trees/streetscape
 - o Commons park space
 - o Public art
 - o Public fountains
 - o Digital and technology infrastructure
 - o Site fixtures, furnishings, furniture, and equipment
 - o Signage, wayfinding, placemaking, lighting, and similar elements
 - o Transportation infrastructure including streetlights, signage, crosswalks, bicycle infrastructure, traffic lights, safety elements, and related pedestrian infrastructure
 - o Environmental Remediation
- Hard costs for utilities
 - o Water infrastructure within site (understanding only public utilities can be funded)
 - o Stormwater mitigation, remediation, and treatment installations (including raingardens, cisterns, filters, green roofs, permeable pavers, low impact development zones, or similar stormwater elements)
- Hard costs for site preparation including site demolition, excavation, grading, and plaza construction
- Soft costs for all design/construction administration related to areas funded by hard costs, including:
 - o Master planning
 - o Architecture
 - o Landscape architecture
 - o Civil engineering
 - o Structural engineering
 - o MEP engineering
 - o Transportation design and engineering

- Technology design and implementation
- Other Engineering and Design
- Placemaking
- Art design/fabrication/procurement for public art
- Fountain design/fabrication/installation
- Site furniture
- Legal, accounting, and consulting fees
- Development and construction management fees related to project management
- Design fees
- Quality control and quality assurance fees
- Entitlement and Permit fees
- Impact or transportation fees
- Project office rent or trailer rentals
- Project staffing
- Contingency